

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW

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KALAMAZOO, MICHIGAN 49007-4752

TELEPHONE (269) 381-8844

FACSIMILE (269) 381-8822

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T.R.A. DOCUMENT

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Chk # 19890

Amount 25.00

Rcvd By JR

Date 6-24-05

GEORGE H LENNON
DAVID G CROCKER
MICHAEL D O'CONNOR
HAROLD E FISCHER, JR.
LAWRENCE M BRENTON
GORDON C MILLER
GARY P BARTOSIEWICZ
BLAKE D CROCKER

ROBERT M TAYLOR
RON W KIMBREL
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TYREN R CUDNEY
STEVEN M BROWN
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OF COUNSEL
JOHN T PETERS, JR.

THOMPSON BENNETT
(1912 - 2004)
VINCENT T EARLY
(1922 - 2001)
JOSEPH J BURGIE
(1926 - 1992)

June 23, 2005

Executive Secretary
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

05-00169

RE Petition for Authority for Acceris Management and Acquisition LLC
to Acquire Certain Assets of Acceris Communications Corp.

Dear Sir

Enclosed herewith please find a check in the amount \$25 00 which represents the filing fee for the above captioned matter which was previously filed

Also enclosed is a duplicate copy of this letter Please stamp the duplicate and return it to me in the postage-paid envelope attached thereto

Please contact the undersigned should you have any questions or concerns

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P L C

Patrick D Crocker
PDC/pas

enc

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

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June 17, 2005

Executive Secretary
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

05-00169

RE Petition for Authority for Acceris Management and Acquisition LLC
to Acquire Certain Assets of Acceris Communications Corp

Dear Sir

Enclosed herewith for filing with the Commission, please find an original and thirteen (13) copies of the Petition for Authority for Acceris Management and Acquisition LLC to Acquire Certain Assets of Acceris Communications Corp

Also enclosed is a duplicate copy of this letter. Please stamp the duplicate and return it to me in the postage-paid envelope attached thereto.

Please contact the undersigned should you have any questions or concerns

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P L C

Patrick D. Crocker
PDC/pas

enc

**Before the
TENNESSEE REGULATORY AUTHORITY**

Petition for Authority for)	
Acceris Management and Acquisition LLC)	
to Acquire Certain Assets of)	Docket No.
Acceris Communications Corp.)	
<hr/>)	

**JOINT PETITION FOR APPROVAL TO ACQUIRE ASSETS
AND REQUEST FOR EXPEDITED APPROVAL**

NOW COMES Acceris Management and Acquisition LLC ("ACCERIS" or "Buyer") by and through their attorneys Early, Lennon, Crocker & Bartosiewicz, P.L.C , pursuant to the rules and regulations of the Tennessee Regulatory Authority ("Commission"), and hereby jointly requests approval for ACCERIS to acquire certain assets, including, but not limited to, the subscriber base of Acceris Communications Corp. ("ACC" or "Seller" and collectively with ACCERIS, "the Parties") and to grant such relief on an expedited basis to allow for the consummation of the transaction without undue delay Expedious approval of this Application will allow ACCERIS to promptly assume responsibility for the provision of long distance services to the Tennessee customers to be transferred, and thereby more speedily bring to Tennessee consumers the benefits that will inure from permitting ACCERIS to acquire these accounts. Applicants therefore respectfully request that approval of this Application be granted on an expedited basis and not later than July 30, 2005

Pursuant to an Asset Purchase Agreement, by and among ACCERIS, North Central Equity LLC (the Buyer's Guarantor, hereinafter "NCE"), Acceris Communications Inc., its wholly owned subsidiary ACC, and majority stockholder Counsel Corporation, ACC will sell, transfer, and otherwise convey, and ACCERIS will purchase and acquire the assets, and assume certain liabilities of ACC's telecommunications business In the State of Tennessee, the acquired assets will include long distance customers, however, ACC has no local customers in the State of Tennessee

For the reasons set forth below, the Parties request the Commission grant such approval immediately. ACCERIS and ACC provide the following in support of this request:

I. THE PARTIES

A. Acceris Management and Acquisition LLC

ACCERIS is a limited liability company organized under the laws of the State of Minnesota and is a wholly owned subsidiary of NCE. NCE is a privately owned holding company with experience in the telecommunications industry. ACCERIS is not currently authorized to provide telecommunications services in any jurisdiction, but is in the process of obtaining authority to provide interexchange and/or local exchange telecommunications services throughout the United States. Evidence of the Buyer's qualifications to provide service is outlined in the Application for a Certificate of Public Convenience and Necessity, which is being filed contemporaneously with this Application.

The principal office of ACCERIS is located at

60 South Sixth Street, Suite 2535
Minneapolis, MN 55402
Telephone (612) 465-0260
Facsimile (612) 455-1022

Please direct any questions concerning ACCERIS to

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P L C
900 Comerica Building
Kalamazoo, MI 49007
Telephone (269) 381-8844
Facsimile (269) 381-8822
E-mail pcrocker@earlylennon.com

B Acceris Communications Corp

ACC is a corporation organized under the laws of the State of Delaware. ACC is authorized under Section 214 of the Communications Act of 1934, as amended, to provide, and is currently providing domestic interstate and international telecommunications service throughout the United States. ACC also has authority to provide, and is currently providing, intrastate, interexchange telecommunications services in the contiguous 48 states, Hawaii and the District of Columbia. For the State of Tennessee, see Docket No. 00-00559¹. ACC is also authorized to provide competitive local exchange services in Alabama, Arkansas, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Washington, and West Virginia. ACC is currently providing such service in Florida, Massachusetts, New Jersey, New York, and Pennsylvania.

The principal office of ACC is located at:

1001 Brinton Road
Pittsburgh, PA 15221
Telephone 412-244-2100
Facsimile

Please direct any questions concerning ACC to

Lance J. M. Steinhart, Esq.
Lance J.M. Steinhart, P.C.
1720 Windward Concourse
Suite 250
Alpharetta, GA 30005
Telephone (770) 232-9200
Facsimile. (678) 775-1194
E-mail lsteinhart@telecomcounsel.com

¹ ACC initially received a Certificate of Public Convenience and Necessity ("CPCN") to provide intrastate interexchange telecommunications services within the State of Tennessee under the name PT-1 Counsel, Inc. Thereafter, the corporate name was subsequently changed to reflect the new corporate name Acceris Communications Corp.

II. THE TRANSACTION

Pursuant to an Asset Purchase Agreement executed May 19, 2005, ACC has agreed to sell to ACCERIS, and ACCERIS has agreed to purchase all telecommunications assets and operations of ACC, including but not limited to (1) all PUC/PSC/FCC licenses, CPCNs and tariffs authorizing Seller to provide telecommunications services in all relevant states to the extent assignable or transferable; and (2) the customer base as of the Closing Date. Attached as **Exhibit A**, please find a copy of the self-certification letter filed with the Federal Communications Commission as required in CC Docket No. 00-257, certifying that the customer transfer is in compliance with all FCC regulations governing such transactions.

III. PUBLIC INTEREST CONSIDERATIONS

The transaction contemplated by the Asset Purchase Agreement will serve the public interest by enabling ACCERIS to achieve increased economies of scale. The addition of the Buyer's management team will enable ACC to become a successful competitor in the telecommunications marketplace. More effective competition will ultimately lead to lower prices and the availability of more products and services to the public. The acquisition of the ACC customer base by ACCERIS will enable these subscribers to continue to receive high-quality telecommunications service at affordable rates without interruption.

Upon approval of this transaction, ACCERIS will provide notice to ACC Customers in accordance with all applicable state and federal rules and regulations, and assure such customers of the Buyer's commitment to continue the provision of high quality, affordable services pursuant to the company's filed tariff. Specifically, customers will continue to receive the high quality, affordable telecommunications services that they presently receive. **ACCERIS is requesting permission, if applicable, to transfer ACC's authorization. ACC will relinquish its operating authority and ACCERIS will file a tariff to establish rates, terms, and conditions identical to those in the Seller's tariff, thus providing a seamless transition for existing customers of ACC.** As such, the transaction will not cause

inconvenience or confusion to ACC customers. Indeed, the transaction will be virtually transparent to ACC customers in terms of the services that they receive. A copy of the sample notice of the transfer appears as **Exhibit B** attached hereto

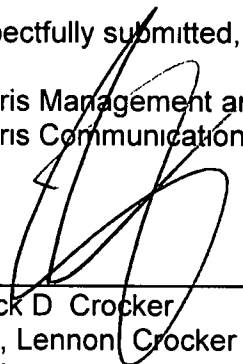
ACCERIS certifies that it has the necessary managerial, technical and financial resources to provide the public with quality telecommunications service throughout the state. After the consummation of the transaction, ACCERIS will be lead by a team of well-qualified managers comprised of its existing personnel. ACCERIS expects that the ample managerial, technical and financial expertise of this managerial team will enable ACCERIS to provide high quality service to ACC customers as well as to expand its customer base. The proposed acquisition will therefore promote competition in the Tennessee telecommunications services market and serve the public interest.

WHEREFORE, ACCERIS and ACC respectfully request that the Commission authorize the sale of assets from ACC to ACCERIS as described herein. In addition, the Parties respectfully request expedited processing of this Joint Petition so that the transaction may proceed without undue delay, and that the Commission grant such other relief deemed necessary or proper.

Respectfully submitted,

Acceris Management and Acquisition LLC and
Acceris Communications Corp

June 17, 2005

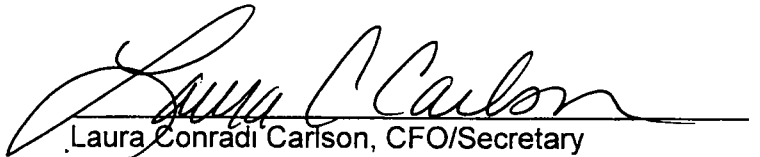
By 
Patrick D. Crocker
Early, Lennon Crocker & Bartosiewicz, P.L.C.
Its Attorneys

VERIFICATION

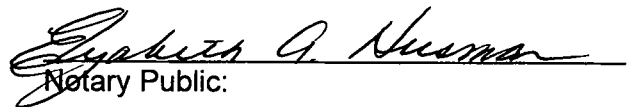
I, Laura Conradi Carlson, am the CFO/Secretary of Acceris Management and Acquisition, LLC and am authorized to make this verification on its behalf I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

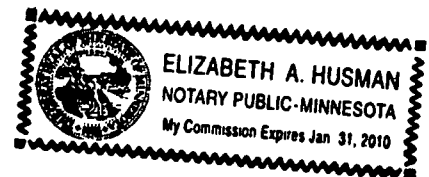
Executed on the 16th day of June 2005.

Acceris Management and Acquisition, LLC


Laura Conradi Carlson, CFO/Secretary

Subscribed and sworn before me this 16th day of June 2005


Notary Public:

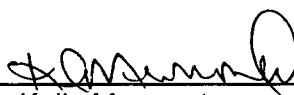


VERIFICATION

I, Kelly Murumets, am the President of Acceris Communications Corp., and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

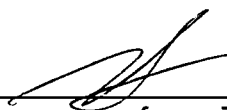
Executed on the 17th day of June 2005.

Acceris Communications Corp.



President: Kelly Murumets

Subscribed and sworn before me this 17th day of June 2005.



Commissioner for Taking Affidavits:
Stephen A. Weintraub

STEPHEN ALLEN WEINTRAUB,
a Commissioner, etc., the City of Toronto,
for Counsel Corporation and its subsidiary
and affiliated companies
Expires February 17, 2008.

Exhibit A

FCC Self Certification Letter

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (269) 381-8844
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THOMPSON BENNETT
(1912 - 2004)
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

June 17, 2005

Marlene H. Dortch, Office of the Secretary
Federal Communications Commission
236 Massachusetts Avenue, NE
Suite 110
Washington, D.C. 20002

RE: FCC Docket No. 00-257
Transfer of the Customer Base of Acceris Communications Corp. to Acceris
Management and Acquisition LLC

Dear Ms. Dortch:

We are the attorneys for Acceris Management and Acquisition LLC (hereafter "ACCERIS"). In accordance with 47 CFR 64.1120 (e), we hereby serve notice upon the Federal Communications Commission ("FCC") that Acceris Communications Corp. ("ACC") will transfer its customer base to ACCERIS.

ACCERIS is a limited liability company organized under the laws of the State of Minnesota, and is a wholly owned subsidiary of North Central Equity, LLC (the Buyer's Guarantor, hereinafter "NCE"). NCE is a privately owned holding company with experience in the telecommunications industry. ACCERIS is not currently authorized to provide telecommunications services in any jurisdiction, but is in the process of obtaining authority to provide interexchange and/or local exchange telecommunications services throughout the United States.

ACC is a corporation organized under the laws of the State of Delaware, and is a wholly owned subsidiary of Acceris Communications, Inc. ACC is authorized under Section 214 of the Communications Act of 1934, as amended, to provide and is currently providing domestic interstate and international telecommunications service throughout the United States. ACC also has authority to provide, and is currently providing, intrastate, interexchange telecommunications services in the contiguous 48 states, Hawaii and the District of Columbia. ACC is also authorized to provide competitive local exchange services in Alabama, Arkansas, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Washington, and West Virginia. ACC is currently providing such service in Florida, Massachusetts, New Jersey, New York, and Pennsylvania.

We provide ACCERIS' compliance certification as Exhibit A. A copy of the customer notice appears as an attachment thereto. Service to customers will be transferred when the requisite state and federal approvals have been obtained.

Also enclosed is a copy of this letter. Please stamp the letter received and return it in the postage-paid envelope.

Please contact the undersigned with any questions or concerns.

Sincerely,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, PLC

Patrick D. Crocker
PDC/pas

EXHIBIT A

[Company Letterhead]

DATE

Marlene H Dortch, Office of the Secretary
Federal Communications Commission
236 Massachusetts Avenue, NE
Suite 110
Washington, D.C. 20002

RE FCC Docket No. 00-257
Compliance Certification for
Acceris Management and Acquisition LLC

Dear Ms. Dortch:

The undersigned hereby certifies compliance with the agreement to provide advance customer notice in accordance with 47 C.F.R. 64.1120(e)(3), the obligations set forth in that notice, and other statutory and Commission requirements which apply to the Federal Communication Commission's streamlined process. We attach a copy of the notice consistent with 47 C.F.R. 64.1120(e)(1).

Please return a date-stamped copy of this letter using the enclosed prepaid envelope.

Please contact our attorney, Patrick D. Crocker, should you have any questions.

Sincerely,

Acceris Management and Acquisition LLC

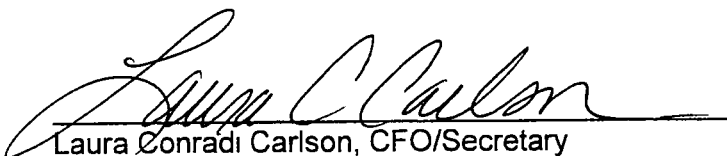
Laura Conrad Carlson, Secretary

VERIFICATION

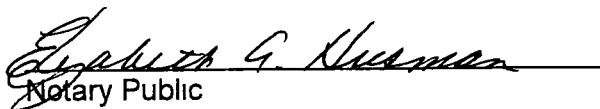
I, Laura Conradi Carlson, am the CFO/Secretary of Acceris Management and Acquisition, LLC and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 16th day of June 2005

Acceris Management and Acquisition, LLC


Laura Conradi Carlson, CFO/Secretary

Subscribed and sworn before me this 16th day of June 2005


Notary Public

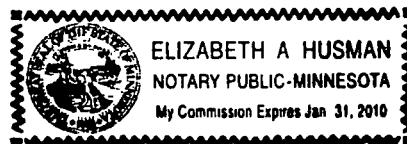


Exhibit B

Sample Notice of Transfer

ACCERIS MANAGEMENT AND ACQUISITION LLC ACQUIRES ACCERIS COMMUNICATIONS
CORP CUSTOMERS; WILL BEGIN PROVIDING SERVICE FOLLOWING REGULATORY
APPROVALS, CHANGE WILL NOT AFFECT SERVICE OR RATES

Date

Customer Name
Customer Address
Customer Address
Customer Address

Dear Mr /Ms. _____:

I am pleased to inform you that ACCERIS MANAGEMENT AND ACQUISITION LLC is acquiring the business operations of ACCERIS COMMUNICATIONS CORP. This is a very positive development for you as our customer. This change will allow us to more rapidly expand our operations and bring you the best telecommunications service in the industry. This change will take place on or about [DATE] pending receipt of all required regulatory approvals. There is no cost to move your existing service to ACCERIS MANAGEMENT AND ACQUISITION LLC. You will continue to receive the services you currently have with no change in rates. All necessary steps have been taken to ensure a smooth transition. If you have any questions or concerns, please contact us at **ACCERIS MANAGEMENT AND ACQUISITION LLC, 60 South Sixth Street, Suite 2535, Minneapolis, MN 55402, or 1-8XX-XXX-XXXX.**

Very shortly, we expect to introduce new and innovative products and promotions that will bring added value to you. And of course you will continue to benefit from significant savings. You should know that you have an option to change your telecommunications provider. If you would like to change service providers, you should do so before DATE otherwise your service will automatically convert to ACCERIS MANAGEMENT AND ACQUISITION LLC following approval of the transaction by state and federal regulators, even if you have a "preferred carrier" freeze on your account. If you have a "preferred carrier" freeze on your account and would like to keep that protection after the transfer, you'll need to contact ACCERIS MANAGEMENT AND ACQUISITION LLC at its toll-free number, 8XX-XXX-XXXX. Any future changes in rates, terms and conditions of service will be done as prescribed by the Federal Communications Commission (FCC) and your state regulatory commission. Please note that ACCERIS MANAGEMENT AND ACQUISITION LLC will not be responsible for any outstanding complaints filed against ACCERIS COMMUNICATIONS CORP. before ACCERIS MANAGEMENT AND ACQUISITION LLC began providing your service. Those complaints remain the responsibility of ACCERIS COMMUNICATIONS CORP.

On behalf of the entire team of employees, I look forward to continuing to serve you. We realize that you have a choice in selecting a telecommunications provider and we appreciate your business.

Sincerely,

NAME
TITLE

ARDMORE TELEPHONE COMPANY INC.
PO BOX 549
ARDMORE TN 38449

BELLSOUTH
333 COMMERCE STREET
NASHVILLE TN 37201-3300

CENTURY TELEPHONE OF ADAMSVILLE
PO BOX 405
ADAMSVILLE TN 38310

CENTURY TELEPHONE OF CLAIBORNE
PO BOX 100
NEW TAZEWEEL TN 37825

CENTURY TELEPHONE OF OOLTEWAH-
COLLEGEDALE INC
PO BOX 782
OOLTEWAH TN 37363

CITIZENS COMMUNICATIONS CO OF TN
PO BOX 770
BLUEFIELD WV 24701

CITIZENS COMMUNICATIONS CO OF THE
VOLUNTEER STATE
PO BOX 770
BLUEFIELD, WV 24701

LORETTO TELEPHONE COMPANY INC.
PO BOX 130
LORETTO TN 38469

MILLINGTON TELEPHONE COMPANY INC
4880 NAVY ROAD
MILLINGTON TN 38053

SPRINT-UNITED
112 SIXTH STREET
BRISTOL TN 37620

TDS TELECOM-CONCORD TELEPHONE
EXCHANGE INC
PO BOX 22610
KNOXVILLE TN 37933-0610

TDS TELECOM-HUMPHREYS COUNTY
TELEPHONE CO
PO BOX 552
NEW JOHNSONVILLE TN 37134-0552

TDS TELECOM-TELLICO TELEPHONE CO INC
PO BOX 9
TELLICO PLAINS TN 37385-0009

TDS TELECOM-TENNESSEE TELEPHONE CO
PO BOX 18139
KNOXVILLE TN 37928-2139

TEC-CROCKETT TELEPHONE COMPANY INC
PO BOX 7
FRIENDSHIP TN 38034

TEC-PEOPLE'S TELEPHONE COMPANY INC
PO BOX 310
ERIN TN 37061

TEC-WEST TENNESSEE TELEPHONE CO INC.
PO BOX 10
BRADFORD TN 38316

UNITED TELEPHONE COMPANY
PO BOX 38
CHAPEL HILL TN 37034